



QUARTERLY STATEMENT

AS OF MARCH 31, 2006
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137 (Current Period)	1137 (Prior Period)	NAIC Company Code	12193	Employer's ID Number		20-1052897
Organized under the Laws of			Michigan	State of Domicile or Port of Entry			Michigan
Country of Domicile							
Licensed as business type:		Life, Accident & Health [] Vision Service Corporation [] Hospital, Medical & Dental Service or Indemnity []	Property/Casualty [] Other []	Dental Service Corporation [] Health Maintenance Organization [X] Is HMO, Federally Qualified? Yes [X] No []			
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004		
Statutory Home Office	1333 Gratiot, Ste 400 (Street and Number)				Detroit, MI 48207 (City or Town, State and Zip Code)		
Main Administrative Office	1333 Gratiot, Ste 400 (Street and Number)				Detroit, MI 48207 (City or Town, State and Zip Code)	313-465-1519 (Area Code) (Telephone Number)	
Mail Address	1333 Gratiot, Ste 400 (Street and Number or P.O. Box)				Detroit, MI 48207 (City or Town, State and Zip Code)		
Primary Location of Books and Records	1333 Gratiot, Ste 400 (Street and Number)				Detroit, MI 48207 (City or Town, State and Zip Code)	313-465-1519 (Area Code) (Telephone Number)	
Internet Website Address	www.omnicarehealthplan.com						
Statutory Statement Contact	Kenyata J. Rogers (Name) KJRogers@cvty.com (E-mail Address)				313-465-1519 (Area Code) (Telephone Number) (Extension)	313-465-1604 (FAX Number)	
Policyowner Relations Contact	1333 Gratiot, Ste 400 (Street and Number)				Detroit, MI 48207 (City or Town, State and Zip Code)	313-465-1519 (Area Code) (Telephone Number) (Extension)	

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Francis Samuel Soistman Jr.	Executive Vice President
Kenyata Jamilea Rogers	Chief Financial Officer	John Joseph Ruhlmann	Corporate Controller

OTHER OFFICERS

Claudia Bjerre	Treasurer	Shirley Ann Roquemore Smith	Secretary
John Joseph Stelben	Assistant Treasurer & Assistant Secretary	Jonathan David Weinberg	Assistant Secretary
G. Kenneth Robinson III #	Assistant Treasurer		

DIRECTORS OR TRUSTEES

Bobby Lee Jones	Beverly Ann Allen #	Francis Samuel Soistman Jr.	Claudia Bjerre
Erma Hatcher	Tiawauna Lowe		

State of Michigan
County of Wayne County SS

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President and Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller
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a. Is this an original filing? Yes [X] No []

b. If no,

1. State the amendment number

2. Date filed

3. Number of pages attached

05/15/2006

Rochelle D. Jenkins, Notary Public, Michigan
12/25/2006

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	7,283,475		7,283,475	7,546,495
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (3,742,207)), cash equivalents (\$ 0) and short-term investments (\$ 37,105,560)	33,363,354		33,363,354	35,281,443
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	.0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	.0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	40,646,829	.0	40,646,829	42,827,938
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	179,172		179,172	209,315
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	0	.0	0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums) .....		.0	0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	217,302		217,302	500,000
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon			0	177,897
16.2 Net deferred tax asset	703,765	173,084	530,681	970,992
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)	123,027	123,027	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	371,896		371,896	0
22. Health care (\$ 1,808,261) and other amounts receivable	1,808,261	.848,420	.959,841	1,423,944
23. Aggregate write-ins for other than invested assets .....	.83,161	.83,161	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	44,133,413	1,227,692	42,905,721	46,110,086
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	44,133,413	1,227,692	42,905,721	46,110,086
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	.0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Prepaid Other Expenses.....	.25,553	25,553	0	0
2302. Deposits.....	0		0	0
2303. Leasehold Improvements.....	.57,608	.57,608	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	.0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	83,161	83,161	0	0

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	19,049,717		.19,049,717	21,796,463
2. Accrued medical incentive pool and bonus amounts	285,382		285,382	206,381
3. Unpaid claims adjustment expenses	410,263		.410,263	473,119
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	996,183		.996,183	1,443,307
10.1 Current federal and foreign income tax payable and interest thereon (including \$ (580) on realized gains (losses))	672,460		.672,460	(99)
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	41,837		.41,837	1,741
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	0		0	151,622
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	0	.0	0	0
22. Total liabilities (Lines 1 to 21)	21,455,842	.0	.21,455,842	24,072,534
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	.10	.10
25. Preferred capital stock	XXX	XXX	0	0
26. Gross paid in and contributed surplus	XXX	XXX	.16,600,990	16,600,990
27. Surplus notes	XXX	XXX	0	0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	.4,848,879	.5,436,552
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24)	XXX	XXX	0	0
\$)				
30.2 shares preferred (value included in Line 25)	XXX	XXX	0	0
\$)				
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	.21,449,879	22,037,552
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	42,905,721	46,110,086
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	.0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX.....	180,921	188,973
2. Net premium income (including \$ non-health premium income).....	XXX.....	37,675,358	39,657,038
3. Change in unearned premium reserves and reserve for rate credits	XXX.....	0	0
4. Fee-for-service (net of \$ medical expenses).....	XXX.....	0	0
5. Risk revenue	XXX.....	0	0
6. Aggregate write-ins for other health care related revenues	XXX.....	(2,275,369)	(2,375,183)
7. Aggregate write-ins for other non-health revenues	XXX.....	0	0
8. Total revenues (Lines 2 to 7).....	XXX.....	.35,399,989	.37,281,855
 Hospital and Medical:			
9. Hospital/medical benefits .....		.17,068,627	21,235,745
10. Other professional services		1,523,085	923,710
11. Outside referrals		0	0
12. Emergency room and out-of-area		3,454,381	4,163,365
13. Prescription drugs		4,687,019	4,232,870
14. Aggregate write-ins for other hospital and medical.....	.0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		129,387	342,089
16. Subtotal (Lines 9 to 15).....	.0	.26,862,499	.30,897,779
 Less:			
17. Net reinsurance recoveries .....		.209,295	.34,056
18. Total hospital and medical (Lines 16 minus 17) .....	.0	.26,653,204	.30,863,723
19. Non-health claims (net).....		0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		.572,683	.666,374
21. General administrative expenses.....		2,791,149	.3,106,092
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....		0	0
23. Total underwriting deductions (Lines 18 through 22) .....	.0	.30,017,036	.34,636,189
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	.5,382,953	.2,645,666
25. Net investment income earned .....		.550,498	.194,578
26. Net realized capital gains (losses) less capital gains tax of \$.....		(1,658)	(283)
27. Net investment gains (losses) (Lines 25 plus 26) .....	.0	.548,840	.194,295
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]		0	(121,483)
29. Aggregate write-ins for other income or expenses .....	.0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX.....	.5,931,793	.2,718,478
31. Federal and foreign income taxes incurred	XXX.....	.2,073,654	.795,245
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	.3,858,139	.1,923,233
 DETAILS OF WRITE-INS			
0601. QAAP Assessment.....	XXX.....	(2,275,369)	(2,375,183)
0602.	XXX.....	0	0
0603.	XXX.....	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX.....	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX.....	(2,275,369)	(2,375,183)
0701.	XXX.....	0	0
0702.	XXX.....	0	0
0703.	XXX.....	0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX.....	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX.....	0	0
1401.	0	0	0
1402.	0	0	0
1403.	0	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page .....	.0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0
2901.	0	0	0
2902.	0	0	0
2903.	0	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page .....	.0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0	0

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	22,037,552	14,242,248	14,242,248
34. Net income or (loss) from Line 32	3,858,139	1,923,233	8,122,054
35. Change in valuation basis of aggregate policy and claim reserves .....	.0	.0	.0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....	.0	.0	.0
37. Change in net unrealized foreign exchange capital gain or (loss) .....	.0	.0	.0
38. Change in net deferred income tax	(445,406)	31,850	922,632
39. Change in nonadmitted assets	999,594	(5,941,141)	(1,849,382)
40. Change in unauthorized reinsurance .....	.0	.0	.0
41. Change in treasury stock .....	.0	.0	.0
42. Change in surplus notes .....	.0	.0	.0
43. Cumulative effect of changes in accounting principles .....	.0	.0	.0
44. Capital Changes:			
44.1 Paid in .....	.0	.0	.0
44.2 Transferred from surplus (Stock Dividend) .....	.0	.0	.0
44.3 Transferred to surplus .....	.0	.0	.0
45. Surplus adjustments:			
45.1 Paid in .....	.0	600,000	600,000
45.2 Transferred to capital (Stock Dividend) .....	.0	.0	.0
45.3 Transferred from capital .....	.0	.0	.0
46. Dividends to stockholders	(5,000,000)	.0	.0
47. Aggregate write-ins for gains or (losses) in surplus .....	.0	.0	.0
48. Net change in capital & surplus (Lines 34 to 47)	(587,673)	(3,386,058)	7,795,304
49. Capital and surplus end of reporting period (Line 33 plus 48)	21,449,879	10,856,190	22,037,552
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	.0	.0	.0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	37,675,358	155,685,077
2. Net investment income	579,029	1,046,620
3. Miscellaneous income	(1,784,587)	(9,597,335)
4. Total (Lines 1 to 3)	36,469,800	147,134,362
5. Benefits and loss related payments	28,091,803	112,943,895
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	3,873,812	13,519,198
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) \$ net of tax on capital gains (losses)	1,223,198	3,395,980
10. Total (Lines 5 through 9)	33,188,813	129,859,073
11. Net cash from operations (Line 4 minus Line 10)	3,280,987	17,275,289
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	520,198	13,523
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	256,732	244,814
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	776,930	258,337
13. Cost of investments acquired (long-term only):		
13.1 Bonds	255,566	5,255,927
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	258,390	245,097
13.7 Total investments acquired (Lines 13.1 to 13.6)	513,956	5,501,024
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	262,974	(5,242,687)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	600,000
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	5,000,000	0
16.6 Other cash provided (applied).....	(462,050)	116,209
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(5,462,050)	716,209
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Lines 15 and 17)	(1,918,089)	12,748,811
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	35,281,443	22,532,632
19.2 End of period (Line 18 plus Line 19.1)	33,363,354	35,281,443

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	60,965	0	0	0	0	0	0	0	60,965	0	0	0	0
2. First Quarter	59,912								59,912				
3. Second Quarter	0												
4. Third Quarter	0												
5. Current Year	0												
6. Current Year Member Months	180,921								180,921				
Total Member Ambulatory Encounters for Period:													
7. Physician	119,606								119,606				
8. Non-Physician	25,033								25,033				
9. Total	144,639	0	0	0	0	0	0	0	144,639	0	0	0	0
10. Hospital Patient Days Incurred	9,443								9,443				
11. Number of Inpatient Admissions	2,142								2,142				
12. Health Premiums Written	37,922,814								37,922,814				
13. Life Premiums Direct.....	0												
14. Property/Casualty Premiums Written	0												
15. Health Premiums Earned	37,922,814								37,922,814				
16. Property/Casualty Premiums Earned	0												
17. Amount Paid for Provision of Health Care Services	29,530,244								29,530,244				
18. Amount Incurred for Provision of Health Care Services	26,862,499								26,862,499				

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claim

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT**ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE**

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	9,798,305	19,745,317	6,133,057	12,916,660	15,931,362	21,796,462
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8).....	9,798,305	19,745,317	6,133,057	12,916,660	15,931,362	21,796,462
10. Healthcare receivables (a)		273,059			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	50,385		103,574	181,808	153,959	206,381
13. Totals	9,848,690	19,472,258	6,236,631	13,098,468	16,085,321	22,002,843

(a) Excludes \$ 760,417 loans and advances to providers not yet expensed.

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

NOTES TO FINANCIAL STATEMENTS

1-8 No significant changes from 12/31/2005.

9 Income taxes

a. The components of the net deferred tax asset are as follows:

	March 31, 2006	December 31, 2005
Total of gross deferred tax assets	753,346	1,198,752
Total of deferred tax liabilities	(49,582)	(49,580)
Net deferred tax asset	703,765	1,149,171
Deferred Tax Asset nonadmitted	173,084	178,179
Net admitted deferred tax asset	530,681	970,992
Increase (decrease) in DTAs nonadmitted	(5,095)	N/A

b. Deferred tax liabilities are not recognized for the following amounts:

None

c. The provisions for incurred taxes on earnings for the years ended December 31 are:

	<u>March 31, 2006</u>	<u>December 31, 2005</u>
Federal	2,073,654	3,483,835
Foreign	0	-
	2,073,654	3,483,835
Federal Income Tax on net capital gains	0	-
Utilization of capital loss carry-forwards	0	-
Federal and foreign income taxes incurred	2,073,654	3,483,835

The tax effect of temporary difference that give rise to significant portions of deferred tax assets and deferred tax liabilities are:

<u>Deferred Tax Assets:</u>	<u>March 31, 2006</u>	<u>December 31, 2005</u>	<u>Change</u>
CY Discounted unpaid claims	148,494	169,029	(20,535)
Bad debt expense reserve	17,811	88,387	(70,576)
Vacation pay accrual	30,534	36,752	(6,218)
Accrued bonuses	30,739	30,739	0
Stat to gaap adjustment	0	1	(1)
Retention bonus	156,655	156,655	0
Nonadmitted assets	369,113	717,187	(348,075)
Total deferred tax assets	753,346	1,198,752	(445,405)
Nonadmitted deferred tax assets	(173,084)	(178,179)	5,095
Admitted deferred tax assets	580,262	1,020,572	(440,310)
<u>Deferred Tax Liabilities:</u>			
Total deferred tax liabilities	49,582	49,581	0
Net admitted deferred tax asset	530,681	970,991	(440,311)

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

NOTES TO FINANCIAL STATEMENTS

The change in net deferred income taxes is comprised of the following (exclusive of nonadmitted assets):

	<u>March 31, 2006</u>	<u>December 31, 2005</u>	<u>Change</u>
Total deferred tax assets	753,346	1,198,752	(445,405)
Total deferred tax liabilities	49,582	49,581	0
Net deferred tax asset	703,765	1,149,171	(445,406)
Tax effect of unrealized gains(losses)			0
Change in net deferred income tax			(445,406)

d. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory Federal income tax rate to income before taxes. The significant items causing this difference are as follows:

	<u>March 31, 2006</u>
Provision computed at statutory rate	2,076,128
Tax-exempt interest	(2,721)
Meals and entertainment	153
Investment fees relating to tax-exempt income	96
CY Discounted unpaid claims	(20,535)
Bad debt expense reserve	(70,576)
Vacation pay accrual	(6,218)
Stat to gaap adjustment	(2)
True-Up	97,331
Total Statutory income taxes	2,073,654
Federal income taxes incurred	2,421,729
True-Up	97,331
Change in net deferred income taxes	(445,406)
Total Statutory income taxes	2,073,654

e. Amount of net loss carryforwards available to offset future taxable income (from the current year):

None - The tax benefit of any current and prior operating losses has been realized as a result of the intercompany tax allocation agreement with the parent.

2. Amount of federal income taxes incurred in the current year and each preceding year that are available for recoupment in the event of future losses:

2006	2,073,654
2005	3,483,835
2004	0

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

NOTES TO FINANCIAL STATEMENTS

f. 1. The Company's taxable income or loss is included in the consolidated federal income tax return of its parent company, Coventry Health Care, Inc. The names of the entities with whom the Company's federal income tax return is currently consolidated are included on pages 19 and 19.1 of this Statement (Schedule Y).

2. The method of tax allocation between the companies is subject to written agreement approved by management of the respective companies. The tax allocation agreement with the Parent is based upon taxes incurred on net income. Intercompany tax balances are settled monthly.

10. Information concerning Parent, Subsidiaries and Affiliates

On March 28, 2006, the Plan paid a \$5.0 million dividend to its sole common stockholder and parent company, Coventry Healthcare, Inc.

11-31 No significant changes from 12/31/2005.

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.**GENERAL INTERROGATORIES**

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

**PART 1 - COMMON INTERROGATORIES
GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

- 2.2 If yes, date of change:
 If not previously filed, furnish herewith a certified copy of the instrument as amended.

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
 If yes, complete the Schedule Y - Part 1 - organizational chart.

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
 If yes, attach an explanation.

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2005

- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

- 6.4 By what department or departments?

Michigan Office of Financial and Insurance Services.....

- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

- 7.2 If yes, give full information:
-

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
-

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

GENERAL INTERROGATORIES

FINANCIAL

- 9.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []
 9.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 371,896

INVESTMENT

- 10.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [] No [X]
 10.2 If yes, explain:

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

- 11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$

13. Amount of real estate and mortgages held in short-term investments: \$

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]
 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Statement Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []

If no, attach a description with this statement.

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Wachovia Bank, N.A.	13001 Street, N.W. D.C. 1954 12th Floor, West Tower

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

- 16.3 Have there been any changes, including name changes in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

- 16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104594.....	Evergreen.....	200 Berkeley Street...Boston...MA 02116.....
107423.....	Conning & Company.....	185 Asylum Street, City Place II Hartford, CT 06103-4105.....

- 17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes [X] No []

- 17.2 If no, list exceptions:

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment	0	0
3. Cost of acquired	0	0
4. Cost of additions to and permanent improvements	0	0
5. Total profit (loss) on sales	0	0
6. Increase (decrease) by foreign exchange adjustment	0	0
7. Amount received on sales	0	0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance	0	0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts	0	0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book value/recruited investment excluding accrued interest on mortgages owned at end of current period	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions	0	0
2.2. Additional investment made after acquisitions	0	0
3. Accrual of discount and mortgage interest points and commitment fees	0	0
4. Increase (decrease) by adjustment	0	0
5. Total profit (loss) on sale	0	0
6. Amounts paid on account or in full during the period	0	0
7. Amortization of premium	0	0
8. Increase (decrease) by foreign exchange adjustment	0	0
9. Book value/recruited investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts	0	0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value of long-term invested assets at end of December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions	0	0
2.2. Additional investment made after acquisitions	0	0
3. Accrual of discount	0	0
4. Increase (decrease) by adjustment	0	0
5. Total profit (loss) on sale	0	0
6. Amounts paid on account or in full during the period	0	0
7. Amortization of premium	0	0
8. Increase (decrease) by foreign exchange adjustment	0	0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts	0	0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	7,546,495	2,293,626
2. Cost of bonds and stocks acquired	255,566	5,255,927
3. Accrual of discount	5,213	17,892
4. Increase (decrease) by adjustment	0	0
5. Increase (decrease) by foreign exchange adjustment	0	0
6. Total profit (loss) on disposal	520,198	13,523
7. Consideration for bonds and stocks disposed of	3,601	7,427
8. Amortization of premium	0	0
9. Book/adjusted carrying value, current period	7,283,475	7,546,495
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	7,283,475	7,546,495
12. Total nonadmitted amounts	0	0
13. Statement value	7,283,475	7,546,495

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	40,659,939	49,012,277	47,917,645	1,328,239	43,082,810	0	0	40,659,939
2. Class 2	4,122,749	400,432	2,200,000	(1,016,955)	1,306,226	0	0	4,122,749
3. Class 3	0				0	0	0	0
4. Class 4	0				0	0	0	0
5. Class 5	0				0	0	0	0
6. Class 6	0				0	0	0	0
7. Total Bonds	44,782,688	49,412,709	50,117,645	311,284	44,389,036	0	0	44,782,688
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	44,782,688	49,412,709	50,117,645	311,284	44,389,036	0	0	44,782,688

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
82999999 Totals	37,105,561	XXX	36,871,690	44,988	19,542

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned		1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....		32,061,607	13,328,567
2. Cost of short-term investments acquired		44,306,378	200,068,403
3. Increase (decrease) by adjustment		257,548	245,097
4. Increase (decrease) by foreign exchange adjustment			0
5. Total profit (loss) on disposal of short-term investments		(816)	(283)
6. Consideration received on disposal of short-term investments		39,519,157	181,580,177
7. Book/adjusted carrying value, current period		37,105,560	32,061,607
8. Total valuation allowance			0
9. Subtotal (Lines 7 plus 8)		37,105,560	32,061,607
10. Total nonadmitted amounts			0
11. Statement value (Lines 9 minus 10)		37,105,560	32,061,607
12. Income collected during period		471,310	843,814
13. Income earned during period		442,195	922,802

Schedule DB - Part F - Section 1
NONE

Schedule DB - Part F - Section 2
NONE

Schedule S
NONE

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

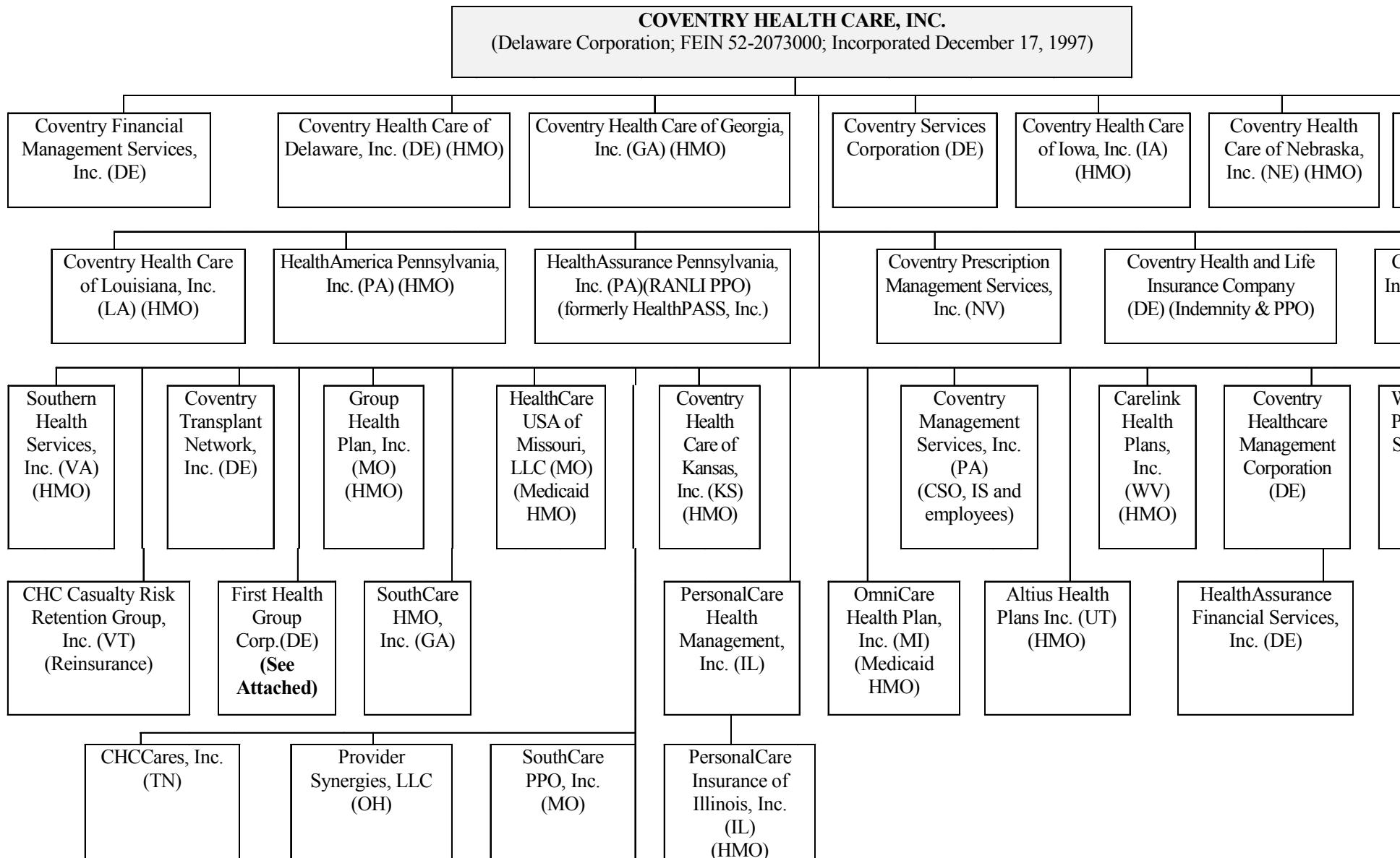
Current Year to Date - Allocated by States and Territories

States, Etc.	1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed? (Yes or No)	Direct Business Only Year-to-Date					
			3 Accident and Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefit Program Premiums	7 Life and Annuity Premiums and Deposit-Type Contract Funds	8 Property/ Casualty Premiums
1. Alabama	AL							
2. Alaska	AK							
3. Arizona	AZ							
4. Arkansas	AR							
5. California	CA							
6. Colorado	CO							
7. Connecticut	CT							
8. Delaware	DE							
9. District of Columbia	DC							
10. Florida	FL							
11. Georgia	GA							
12. Hawaii	HI							
13. Idaho	ID							
14. Illinois	IL							
15. Indiana	IN							
16. Iowa	IA							
17. Kansas	KS							
18. Kentucky	KY							
19. Louisiana	LA							
20. Maine	ME							
21. Maryland	MD							
22. Massachusetts	MA							
23. Michigan	MI	No	Yes			37,922,814		
24. Minnesota	MN							
25. Mississippi	MS							
26. Missouri	MO							
27. Montana	MT							
28. Nebraska	NE							
29. Nevada	NV							
30. New Hampshire	NH							
31. New Jersey	NJ							
32. New Mexico	NM							
33. New York	NY							
34. North Carolina	NC							
35. North Dakota	ND							
36. Ohio	OH							
37. Oklahoma	OK							
38. Oregon	OR							
39. Pennsylvania	PA							
40. Rhode Island	RI							
41. South Carolina	SC							
42. South Dakota	SD							
43. Tennessee	TN							
44. Texas	TX							
45. Utah	UT							
46. Vermont	VT							
47. Virginia	VA							
48. Washington	WA							
49. West Virginia	WV							
50. Wisconsin	WI							
51. Wyoming	WY							
52. American Samoa	AS							
53. Guam	GU							
54. Puerto Rico	PR							
55. U.S. Virgin Islands	VI							
56. Northern Mariana Islands	MP							
57. Canada	CN							
58. Aggregate Other Alien	OT	XXX	XXX	.0	.0	0	0	0
59. Subtotal						37,922,814	0	0
60. Reporting entity contributions for Employee Benefit Plans		XXX	XXX					
61. Total (Direct Business)	XXX	(a)	1	0	0	37,922,814	0	0
DETAILS OF WRITE-INS								
5801.								
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page .....				.0	.0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)				0	0	0	0	0

(a) Insert the number of yes responses except for Canada and other Alien.

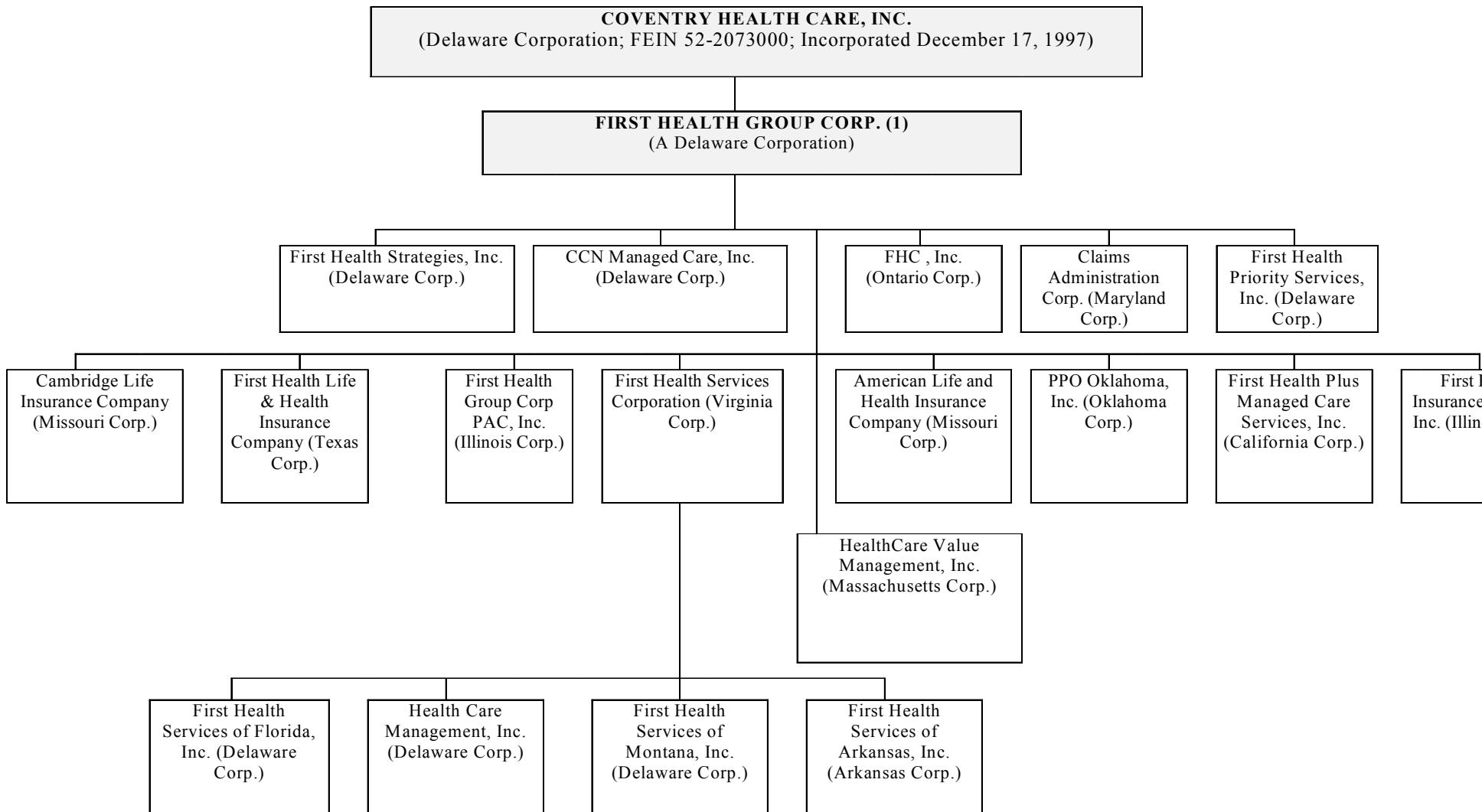
STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A
HOLDING COMPANY GROUP**
PART 1 - ORGANIZATIONAL CHART



OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 1
NONE

Schedule B - Part 2
NONE

Schedule BA - Part 1
NONE

Schedule BA - Part 2
NONE

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator ^(a)
0399999 - Total - Bonds - U.S. Government						0	0	0	XXX
1099999 - Total - Bonds - All Other Government						0	0	0	XXX
1799999 - Total - Bonds - States, Territories and Possessions						0	0	0	XXX
2499999 - Total - Bonds - Political Subdivisions						0	0	0	XXX
3128K4-L2-9.....FG A43945 01/01/2036 6.500.....03/22/2006 MERRILL LYNCH.....						255,566	250,000	1,174	...
3199999 - Total - Bonds - Special Revenue						255,566	250,000	1,174	XXX
3899999 - Total - Bonds - Public Utilities						0	0	0	XXX
4599999 - Total - Bonds - Industrial, Misc.						0	0	0	XXX
4699999 - Total - Bonds - Credit Tenant Loans						0	0	0	XXX
5399999 - Total - Bonds - Parent, Subsidiaries, Affiliates						0	0	0	XXX
6099997 - Total - Bonds - Part 3						255,566	250,000	1,174	XXX
6099999 - Total - Bonds						255,566	250,000	1,174	XXX
6199999 - Total - Preferred Stocks - Public Utilities						0	XXX	0	XXX
6299999 - Total - Preferred Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6399999 - Total - Preferred Stocks - Industrial, Misc.						0	XXX	0	XXX
6499999 - Total - Preferred Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
6599997 - Total - Preferred Stocks - Part 3						0	XXX	0	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	XXX
6699999 - Total - Common Stocks - Public Utilities						0	XXX	0	XXX
6799999 - Total - Common Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6899999 - Total - Common Stocks - Industrial, Misc.						0	XXX	0	XXX
6999999 - Total - Common Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
7099999 - Total - Common Stocks - Mutual Fund						0	XXX	0	XXX
7199999 - Total - Common Stocks - Money Market Mutual Fund						0	XXX	0	XXX
7299997 - Total - Common Stocks - Part 3						0	XXX	0	XXX
7299999 - Total - Common Stocks						0	XXX	0	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	XXX
7499999 - Totals						255,566	XXX	1,174	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1 CUSIP Identifi- cation	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B/A. C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B/A. C.V.								
912828-CB-4.. 1,625	US TREASURY N/B		02/28/2006	MATURITY.....		500,000	500,000	492,676	498,858	0	1,142	0	1,142	0	500,000	0	0	0	4,063	02/28/2006	1	
0399999 - Bonds - U.S. Governments						500,000	500,000	492,676	498,858	0	1,142	0	1,142	0	500,000	0	0	0	4,063	XXX	XXX	
1099999 - Bonds - All Other Governments						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
1799999 - Bonds - States, Territories and Possessions						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
2499999 - Bonds - Political Subdivisions						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
FG A34361																						
31297P-Z2-0.. FN 255893	5.500		03/01/2006	MBS PAYDOWN.....		.981	.981	.993	.992	0	(11)	0	(11)	0	.981	0	0	0	0	.9	12/01/2034	1
31371M-GA-9.. FN 824940	5.500		03/01/2006	MBS PAYDOWN.....		.5,405	.5,405	.5,377	.5,377	0	.28	0	.28	0	.5,405	0	0	0	0	.52	07/01/2025	1
31407A-PZ-8.. FN 840066	5.500		03/01/2006	MBS PAYDOWN.....		.4,398	.4,398	.4,422	.4,421	0	(22)	0	(22)	0	.4,398	0	0	0	0	.40	04/01/2035	1
31407T-JK-7..	6,000		03/01/2006	MBS PAYDOWN.....		.9,414	.9,414	.9,485	.9,483	0	(70)	0	(70)	0	.9,414	0	0	0	0	.97	10/01/2035	1
3199999 - Bonds - Special Revenues						20,198	20,198	20,276	20,273	0	(75)	0	(75)	0	20,198	0	0	0	0	198	XXX	XXX
3899999 - Bonds - Public Utilities						0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
4599999 - Bonds - Industrial and Miscellaneous						0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
4699999 - Bonds - Credit Tenant Loans						0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
5399999 - Bonds - Parent, Subsidiaries and Affiliates						0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6099997 - Bonds - Part 4						520,198	520,198	512,952	519,131	0	1,067	0	1,067	0	520,198	0	0	0	0	4,261	XXX	XXX
6099999 - Total - Bonds						520,198	520,198	512,952	519,131	0	1,067	0	1,067	0	520,198	0	0	0	0	4,261	XXX	XXX
6199999 - Preferred Stocks - Public Utilities						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6299999 - Preferred Stocks - Banks, Trust and Insurance Companies						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6399999 - Preferred Stocks - Industrial and Miscellaneous						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6499999 - Preferred Stocks - Parent, Subsidiaries and Affiliates						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6599997 - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6699999 - Common Stocks - Public Utilities						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6799999 - Common Stocks - Banks, Trust and Insurance Companies						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6899999 - Common Stocks - Industrial and Miscellaneous						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6999999 - Common Stocks - Parent, Subsidiaries and Affiliates						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7099999 - Common Stocks - Mutual Fund						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7199999 - Common Stocks - Money Market Mutual Funds						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7299997 - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7299999 - Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7499999 Totals						520,198	XXX	512,952	519,131	0	1,067	0	1,067	0	520,198	0	0	0	0	4,261	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

Schedule DB - Part A - Section 1
NONE

Schedule DB - Part B - Section 1
NONE

Schedule DB - Part C - Section 1
NONE

Schedule DB - Part D - Section 1
NONE

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Wachovia Bank.....	13001 Street N.W. D.C. 1984 12th Floor West Tower				(1,267,553)	(2,153,434)	(3,742,207)	XXX
0199998 Deposits in depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Totals - Open Depositories	XXX	XXX			(1,267,553)	(2,153,434)	(3,742,207)	XXX
0399999 Total Cash on Deposit	XXX	XXX			(1,267,553)	(2,153,434)	(3,742,207)	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total Cash	XXX	XXX			(1,267,553)	(2,153,434)	(3,742,207)	XXX

STATEMENT AS OF MARCH 31, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE E - PART 2 CASH EQUIVALENTS

Showing Investments Owned End of Current Quarter

NONE

0199999 Total Cash Equivalents

60